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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF THE  
SOCIETY OF SAINT PIUS X, ST. MARIES, IDAHO, INC.  
(the "Corporation")**

Under Title 30, Chapter 3 of the Idaho Code

IDAHO SECRETARY OF STATE

08/17/1998 09:00  
CX: 8966 CT: 182804 BH: 137193

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**ARTICLE I**

The name of the Corporation is the:

Society of Saint Pius X, St. Maries, Idaho, Inc.

**ARTICLE II**

The Corporation is a not for profit Corporation, as defined in Title 30, Chapter 3 of the Idaho Code. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Corporation Code exclusively for religious purposes. A further description of the corporation's purposes is as follows: to operate as a Christian church or churches and perform all of the functions of a church including, without limitation, the conduct of Christian worship, the ordination of ministers and the ministration of all sacraments and sacerdotal functions.

**ARTICLE III**

The duration of the Corporation will be perpetual.

**ARTICLE IV**

Section 1. Purposes. The purposes for which this Corporation is formed are as follows:

a) To preserve and promote the doctrines, traditions, and liturgy of the non-diocesan Latin-Traditional Roman Catholic Faith, including the establishment and maintenance of a place of worship and facilities for ministering to the spiritual needs of the members of the Roman Catholic Faith, and in pursuit of this purpose to benefit and assist the Society of Saint Pius X within the State of Idaho, including the establishment and maintenance of facilities for educational pursuits, which may include primary schools, high schools, and colleges.

b) To further these objects and purposes, the Corporation will have and may exercise the power to take by gift, bequest, devise, purchase, or lease, either absolutely or in trust, and to hold,

administer, and distribute for these objects and purposes any property, real, personal, or mixed, without limitation as to the amount of value; and in administering the same to carry out the directions and exercise the powers contained in any trust instrument under which the property is received for one or more of these purposes; to sell, convey, or otherwise dispose of any of this property; to invest and reinvest or deal with proceeds and income of any of this property; to incur and pay expenses incidental to the receipt, administration, and distribution of any of this property, but only for the foregoing purposes; and in general, to engage in any lawful activity for which corporations may be formed under the Idaho Code.

c) The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in Section 30-3-24 of the Idaho Nonprofit Corporation Code, subject to any limitations provided in Chapter 3 of Title 30 or any other statute of the State of Idaho. Nothing herein shall authorize this corporation, directly or indirectly, to engage in, or include among its purposes, any illegal activities mentioned in the Idaho Corporation Code or any other Statute of the State of Idaho.

Section 2. Limitations. The purpose for which the Corporation is organized will be subject to the following limitations:

(a) Notwithstanding any other provision of these Articles, the Corporation will not carry on any activity not permitted to be conducted or carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") and by a corporation contributions to which are deductible under Section 170(c)(2) of the Code; nor will the Corporation transact any business for profit or any business expressly prohibited by any law of the State of Idaho, or engage in activity in the State of Idaho in violation of any of the laws referred to in the Idaho Code.

(b) No part of the net earnings of the Corporation will inure to the benefit of or be distributable to its directors, officers, or any other private persons (except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article), and no substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

(c) The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(d) The Corporation will not engage in any act of self-dealing as defined in Section 4941 of the Code.

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(e) The Corporation will not retain any excess business holdings as defined in Section 4943 of the Code.

(f) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) The Corporation will not make any taxable expenditures as defined in Section 4945 of the Code.

(h) The Corporation is not a Condominium Association as established under the Condominium Property Act.

(i) The Corporation is not a Cooperative Housing Corporation as defined in section 216 of the Internal Revenue Code of 1986.

(j) The Corporation is not a Homeowner's Association which administers a common-interest community as defined in subsection (C) of section 9-102 of the Code of Civil Procedure.

(k) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

#### **ARTICLE V**

The corporation is organized upon a nonstock basis.

#### **ARTICLE VI**

The Registered office of the Corporation is located at: HC2 P.O. Box 32, St. Maries, Idaho, 83861-9602. The office is located in Benewah County.

#### **ARTICLE VII**

The name of the Registered Agent is: Robert Dittman.

#### **ARTICLE VIII**

The corporation will have no members.

#### **ARTICLE IX**

Section 1. The manner of electing or appointing directors shall be provided for in the BY-LAWS unless otherwise stated in these Articles of Incorporation.

Section 2. The number of directors constituting the Board of Directors of the Corporation is seven (7), and at least one of whom will be a resident of the State of Idaho and a citizen of the United States.

Section 3. The names and addresses of the persons who are elected or appointed to serve as directors until their successors have been elected or appointed and qualified are:

Bishop Bernard Fellay	CH-6313 Menzingen SWITZERLAND
Father Franz Schmidberger	Hottingergasse 14, A-6020 Innsbruck, AUSTRIA
Father Arnaud Selegny	CH-6313 Menzingen SWITZERLAND
Father François Laisney	CH-6313 Menzingen SWITZERLAND
Father Peter Scott	Society of Saint Pius X 2918 Tracy Avenue Kansas City, MO 64109
Father Gerard Beck	Society of Saint Pius X 2918 Tracy Avenue Kansas City, MO 64109
Robert Dittman	HC 2 Box 32 St. Maries, ID 83861-9602.

Section 4. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease may have the effect of shortening the term of any incumbent director, and the number of directors may not be decreased to less than three (3) directors. In the absence of a bylaw fixing the number of directors the number will be five (5).

Section 5. There shall be five (5) permanent Directors and the individuals holding the following offices are by virtue of their position on the board, to-wit:

1. Superior General of the International and Fraternal Society of Saint Pius X.

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2. Econome General of the International and Fraternal Society of Saint Pius X.
3. Secretary General of the International and Fraternal Society of Saint Pius X.
4. United States District Superior of the Society of Saint Pius X.
5. United States District Bursar of the Society of Saint Pius X.

In addition, other Directors as provided for in the By-Laws can be elected or appointed for such term as therein provided.

#### **ARTICLE X**

The full name and post office address of the incorporator is:

Fr. Gerard J. Beck  
2918 Tracy Ave  
Kansas City, Missouri, 64109.

#### **ARTICLE XI**

The street and mailing address of the corporation is:

Society of Saint Pius X, St. Maries, Idaho, Inc.  
2918 Tracy Ave.  
Kansas City, Missouri 64109

#### **ARTICLE XII**

In the event of its dissolution, the secretary of the Corporation will apply for dissolution in accordance with Chapter 3 of Title 30 of the Idaho Code. The corporation will comply with all the requirements for dissolution laid out in Chapter 3 of Title 30 of the Idaho Code and with any other applicable state statute. Specifically, the assets of the Corporation will be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation will be paid, satisfied, and discharged. If its property and assets are not sufficient to satisfy or discharge all of the Corporation's liabilities and obligations, the Corporation will apply them to the extent they exist to the just and equitable payment of the liabilities and obligations, in accordance with the nonprofit law.

(b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance by reason of the dissolution will be returned, transferred, or conveyed in accordance with the requirements of the nonprofit law.

(c) Assets, together with any income earned on them, received and held by the Corporation subject to the limitations of the nonprofit law, permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, will be transferred or conveyed to one or more domestic corporations, societies, or organizations whose assets are then dedicated to an exempt purpose and which in the sole judgment of the Board of Directors of the Corporation best accomplish the general purposes for which the Corporation was organized. The organization to which remaining assets are transferred will not, however, be a "Private Foundation" as that term is defined in Section 509 of the Internal Revenue Code.

(d) Any remaining assets of the Corporation will be transferred or conveyed to one or more domestic corporations, societies, or organizations whose assets are then dedicated to an exempt purpose or purposes and who will, in the sole judgment of the Board of Directors of the Corporation, best accomplish the general purposes for which the Corporation was organized. The organization to which remaining assets are transferred will not be a "Private Foundation" as that term is defined in Section 509 of the Internal Revenue Code.

(e) In no event will any asset or assets of the Corporation at any time of its dissolution be transferred or conveyed directly or indirectly to the Corporation's directors or officers.

(f) As used in this Article, the term "exempt purpose or purposes" means any purpose or purposes specified in Section 501(c)(3) and in Section 170(c)(2) of the Internal Revenue Code.

### **ARTICLE XIII**

All reference to sections of the Code are to the Internal Revenue Code of 1986, and all references to specific sections of the Code include corresponding provisions of any subsequent Federal tax laws. Provisions of the Code will be interpreted in accordance with the Treasury Regulations issued in connection therewith from time to time.

### **ARTICLE XIV**

New Articles may be adopted or these Articles may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof. Notice of any amendment of the Articles by the Board of Directors shall be given to each director having voting rights.

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IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of August, 1998.

  
\_\_\_\_\_  
Fr. Gerard J. Beck, Incorporator

Please returned the filed Articles of Incorporation, to:

James C. Wright, Esq.  
Society of Saint Pius X  
2918 Tracy Ave,  
Idaho City, Missouri, 64109.